

# **EXHIBIT A**

**Pinsky, Susan** ☆ 🏠Application **030020886 - Home Equity Loan Officer**

Step	<b>Hire</b>	Medium	<b>Online</b>	Recruiter	<b>E. Mentock</b>
Status	<b>Transfer</b>	Source	<b>Intranet</b>	Hiring Manager	<b>G. Hoeni</b>
Application Date	<b>Dec-05-2003</b>	Application Type	<b>External</b>		

**General Information****Prescreening**

Information provided by the candidate on December 5, 2003.

Disqualification Questions for: Home Equity Loan Officer

**Questions****Result**

There are no job-specific questions to display.

Skills for: Home Equity Loan Officer

Skills	At Least	Proficiency	Experience	Last Used	Interest	Required	Asset	Result
1. Residential real estate		Intermediate	1-3 years	Current	High	Met		0 /
2. Loans and mortgages		Advanced	1-3 years	1-3 years ago	High	Met		0 /
3. Develop contact lists		Expert	5 years or +	Current	High	Met		0 /
4. Ensure compliance with government regulations		Intermediate	1-3 years	Current	High	Met		0 /

Questions for: Home Equity Loan Officer

**Questions****Required****Asset****Result****1.**How many years of mortgage banking experience do you possess?*Type: Single Answer***Answer | Possible Answers**

None

0 /

Up to One Year

0 /

▶ One to Three Years

Met

0 /

Three to Five Years

0 /

More than Five Years

0 /

Result for Question:

0 /

**2.**How successful have you been in soliciting new business through the use of referrals and networking sources?*Type: Single Answer***Answer | Possible Answers**

Not at all successful

0 /

Somewhat successful

0 /

▶ Very successful

Met

0 /

Result for Question:

0 /

**3.**Please indicate the computer applications with which you have experience.*Type: Multiple Answers***Answer | Possible Answers**

▶ Microsoft Word

Met

0 /

▶ Microsoft Excel	Met	0 /
▶ Microsoft PowerPoint	Met	0 /
▶ Microsoft Access	Met	0 /
▶ Microsoft Project	Met	0 /
▶ Lotus Notes	Met	0 /
None of the above		0 /
Result for Question:		0 /

4. Please select the highest level of education that you have completed:  
Type: Single Answer

**Answer | Possible Answers**

High School Diploma/GED		0 /
Associates Degree		0 /
▶ Bachelors Degree	Met	0 /
Masters Degree		0 /
Doctorate/JD		0 /
Trade School		0 /
None of the above		0 /
Result for Question:		0 /

5. Please indicate the number of years of direct sales experience you have.  
Type: Single Answer

**Answer | Possible Answers**

None		0 /
Less than one year		0 /
One to three years		0 /
Three to five years		0 /
▶ More than five years	Met	0 /
Result for Question:		0 /

6. Have you ever worked in an environment where you were required to meet departmental goals of quality and productivity?  
Type: Single Answer

**Answer | Possible Answers**

No		0 /
▶ Yes	Met	0 /
Result for Question:		0 /

7. Are you at least 18 years of age?  
Type: Single Answer

**Answer | Possible Answers**

▶ Yes		0 /
No		0 /
Result for Question:		0 /

8. If you are not at least 18 years of age, are you authorized to work or, if necessary, can you obtain working papers?  
Type: Single Answer

**Answer | Possible Answers**

▶ Not applicable		0 /
Yes		0 /
No		0 /
Result for Question:		0 /

9. Do you have the legal right (i.e. appropriate documentation/work permit) to work in the location in which you are expressing an interest?

Type: Single Answer

**Answer | Possible Answers**

- ☒ Yes 0 /
- ☐ No 0 /

Result for Question: 0 /

10. Are you currently employed by JPMorgan Chase or have you previously been employed by JPMorgan Chase, JPMorgan, Chase Manhattan Corporation, Chemical Banking Corporation, Manufacturers Hanover Corporation or any of their subsidiaries or affiliates?

Type: Single Answer

**Answer | Possible Answers**

- ☐ Yes 0 /
- ☒ No 0 /

Result for Question: 0 /

11. In what languages are you proficient or fluent?

Type: Multiple Answers

**Answer | Possible Answers**

- ☐ Arabic 0 /
- ☐ Bengali 0 /
- ☐ Chinese (Cantonese) 0 /
- ☐ Chinese (Mandarin) 0 /
- ☐ Chinese (Other) 0 /
- ☒ English 0 /
- ☐ French 0 /
- ☐ German 0 /
- ☐ Gujarati 0 /
- ☐ Hindi 0 /
- ☐ Italian 0 /
- ☐ Japanese 0 /
- ☐ Korean 0 /
- ☐ Portuguese 0 /
- ☐ Punjabi 0 /
- ☐ Spanish 0 /
- ☐ Urdu 0 /
- ☒ Other (please specify in profile) 0 /

Result for Question: 0 /

	Required	Asset	Res
<b>Total for Skills and Questions:</b>	<b>11/11</b>	<b>4/4</b>	<b>0'</b>

## Screening

There is no service information to display.

## Resume

Information provided by the candidate on December 5, 2003.

#### Candidate Personal Information

**Pinsky, Susan (354402)**

Employee Number <b>U474707</b>	Social Security Number <b>Not Specified</b>	Date of Birth <b>Not Specified</b>
Address <b>241 3rd ave NY New York, New York United States, 10003</b>	Home Phone Number <b>917-676-8556</b>	Cellular Number <b>Not Specified</b>
	Work Phone Number <b>212-481-0643</b>	Pager Number <b>Not Specified</b>
Region <b>US&gt;NY&gt;New York</b>	Email Address <b>susah.pinsky@jpmchase.com</b>	Fax Number <b>Not Specified</b>
	Web Page Address <b>Not Specified</b>	

Middle / Other name

**Not Specified**

To assist the Firm with its merger redeployment efforts, please indicate if your most recent position with JPMC has been eliminated.

**Yes**

If yes, please indicate month/year you were notified of job elimination.(mmm-yyyy)

**Jun-2005**

**If you were referred by an employee of JPMorgan Chase, please enter their name below.**

**Not Specified**

Former JPMC Intern

**Not Specified**

Alternate Email Address

**Not Specified**

Source - for University Recruiting

**Not Specified**

School Address (Line 1) School - City

**Not Specified Not Specified**

School Address (Line 2) School - State or Province

**Not Specified Not Specified**

School - Zip/Postal Code

**Not Specified**

SAT Math SAT Verbal SAT Written

**Not Specified Not Specified Not Specified**

#### Attached Files

No Information Available

#### Education

**Liberal Arts, English, Psychology**

Education Level

**Bachelor's Degree (±16 years)**

Institution

**Bernard Baruch**

GPA

**Not Specified**

Secondary school qualification (only if associated to school above, US candidates need not complete)

**Not Specified**

Please provide any other pertinent details regarding your education

**Not Specified**

Degree Type

**Not Specified****Work Experience****Assistant Financial Advisor**

Employer	Supervisor's Name	Supervisor's Phone Number
<b>JP Morgan Chase</b>	<b>Not Specified</b>	<b>Not Specified</b>

Achievements

**I assist in the management of five hundred and eighty high net worth private client accounts. I service and maintenance relationships, brokerage accounts, IRA's, Trusts, Fee Based, Transactional and Insurance business. I work with the Financial Advisor on investment strategies, profiling clients and financial planning. I work on strategies with the PFA to capture additional monies from active clients and to help cultivate new relationships. I execute trades for equity, fixed income and mutual funds. I update and maintain client databases, tracking systems, treasury maturity and bond redemptions.**

Currency	Last Base Salary	Last Bonus/Incentive Amount
<b>Not Specified</b>	<b>Not Specified</b>	<b>Not Specified</b>

Reason for Leaving

**Not Specified****From Nov-2002 to (Not Specified)****Additional Information****Career Objectives**

**Thank you for taking the time to consider me for this position. I believe that this position is a tremendous opportunity where I can use my previous experience to identify opportunities to increase production as well as add value and become a an integral part of your team.**

**Supplementary Comments**

No information available

**Pasted Cover Letter**

No information available

**Pasted Resume**

**SUSAN PINSKY**  
**212-477-4481\* 241 Third Ave. Apt. #1 New York, NY 10003**  
**susan.x.pinsky@chase.com**

**EXPERIENCE:****11/02 - Present JP Morgan Chase****Assistant Financial Advisor**

**I assist the PFA in managing five hundred and eighty high net worth private client accounts. I service and maintenance relationships, brokerage accounts, IRA's, Trusts, Fee Based, Transactional and Insurance business. I work with the Financial Advisor on investment strategies, profiling clients and financial planning. I write and execute marketing plans to capture additional monies for active clients and to cultivate new relationships. I execute trades for equity, fixed income and mutual funds. I update and maintain client databases, tracking systems, treasury maturity and bond redemptions.**

**6/00 - 11/01 Merrill Lynch**  
**Financial Advisor**

Provided comprehensive wealth management to high net worth individuals, specializing in asset management, financial based planning, institutional cash management, pension and benefit planning, mortgage, home equity loans and refinancing products. Developed strategic asset allocation models based on client investment time horizons, goals and risk tolerance; conveyed the benefits of a wide array of fee-based products as alternatives to conventional brokerage services. Developed and conducted seminars on Trust and Estate products and financial planning. Utilized technical analysis databases (Bloomberg, Morning Star, ML internal) to do quantitative and comparative analysis of client portfolio holdings.

10/99 | 6/00 Jobs.com

NY Metro Account Manager

Internet Employment Solutions Provider

Accepted a newly created sales position targeted to increase growth in the NY Metro area. Sold an e-commerce solution based package focused on reducing corporate employment and hiring costs. Established and developed long-term client relationships, Developed an effective prospecting approach. Client base included government, financial, pharmaceutical and PR organizations.

6/99 | 10/99 Excel Partners

Senior Technical Recruiter

Solutions based consulting firm specializing in ERP software applications

6/97 | 3/99 Interim Technology, The Consulting Group

Technical Recruiter

Service and solutions based technology-consulting firm

Recruited technical staff at all levels such as Software Testers, Application Programmers, Project Managers, Business Analysts and Network/Operations personnel. Duties included sourcing, interviewing, administering computerized testing (Teckchek), reference checking, preparing resumes, scheduling interviews with clients, follow-up calls and closing, contract negotiations, signing contract consultants and cold calling; built an extensive network of consultants; developed ad campaigns for Internet and other forms of creative marketing; researched candidates within a pool of sophisticated and advanced network of professionals via the Internet and membership in technical and professional organizations; utilized a computer applicant tracking system designed to reduce overall recruiting administration.

Education: Bernard Baruch College, BA in Liberal Arts

Licenses: Series 7, Series 66, Life & Health Insurance

Computer Skills: Windows, PC's, Word, Lotus Notes, Excel, FIBSI, Televue, Streetscape, Stratweb, Custom, Siebel, Power Point, Microsoft Office, Outlook, ACT, Front Page, Dreamweaver, Fireworks, Databases and Internet.

## Tracking

Date & Time	Events	Details	Comments	By
<b>030020886—Home Equity Loan Officer</b>				
01-13-04 12:41 PM	Hired	Start Date: Feb 1, 2004		Evelyn M Mentock
01-13-04 12:41 PM	Status changed to New Hire	Candidate File Snapshot		Evelyn M Mentock
01-08-04 06:33 PM	Status changed to Offer Pending			Evelyn M Mentock
01-08-04 06:33 PM	Moved to step Offer	Candidate File Snapshot		Evelyn M Mentock
12-12-03 02:32 PM	Status changed to Under final consideration in step Manager Interview			Evelyn M Mentock
12-12-03 02:32 PM	Status changed to Pending			Evelyn M Mentock
12-12-03 02:32 PM	Moved to step Manager Interview	Candidate File Snapshot	Interviewed with Mgr. on 12/10/03.	Evelyn M Mentock
12-08-03 06:39 PM	Comments added		12/8/03 left message to set up interview with manager on 12/10/03.	Evelyn M Mentock
12-08-03	Status changed to To			Evelyn M

04:10 PM	be HM screened		Mentock
12-08-03	Moved to step Submit	Candidate File Snapshot	Evelyn M
04:10 PM	to Manager		Mentock
12-05-03	Status changed to In		Evelyn M
02:47 PM	prescreening process		Mentock
12-05-03	Moved to step	Candidate File Snapshot	Evelyn M
02:47 PM	Reviewed		Mentock
12-05-03	Correspondence sent	Job-Specific Application	System
01:32 PM		Acknowledgement - Home Equity Loan Officer-030020886 at JPMorgan Chase Internal (Intranet)	
12-05-03 09:13 AM	Applied online		Candidate or agent

## Profile

Information provided by the candidate on December 5, 2003.

Application Medium

How did we learn about this candidate? **Online**

Source Tracking

Source Type

**Company Web Site**

Source

**Intranet**

Please e-mail me job opportunities that match my profile. **Yes**

## Basic Profile

Job	<b>Asset Management</b> <b>Investment Banking</b> <b>Operations</b> <b>Other</b> <b>Relationship Management/Sales</b> <b>Client Management</b> <b>Consumer Investments</b> <b>Loan Origination</b> <b>Sales/Trading/Research</b>
Location	<b>United States</b> <b>New York</b> <b>New York</b> <b>1 CMP / 03425</b> <b>2 Chase Plaza / 03423</b> <b>270 Park Avenue / 02317</b> <b>270 Park Avenue Branch / 02317</b> <b>345 Park Avenue / 00783</b> <b>522 Fifth Avenue / 00736</b> <b>64th &amp; Madison / 03085</b> <b>Art Deco Branch / 01963</b> <b>Garment Center / 03302</b> <b>Madison Ave &amp; 57th St Branch / 03347</b> <b>Third Ave and 51st St / 02112</b>
Organization	<b>Asset &amp; Wealth Management</b> <b>Global Investment Management</b> <b>IM Americas</b> <b>Investment Products</b> <b>zzz - Inactive Organization</b>



**zz-INACTIVE Self Directed Investor (SET00 00L 025 021 020)**  
**zz-INACTIVE WHEM Sales (SET00 00N 027 016 013)**

Job Level	Schedule	Education
<b>Not Specified</b>	<b>Full-time</b>	<b>Bachelor's Degree (±16 years)</b>
Employee Status	Shift	Advance Notice
<b>Not Specified</b>	<b>Day Job</b>	<b>No Notice Necessary</b>
Job Type	Min. Ann. Salary	Travel
<b>Standard</b>	<b>75,000.00 USD</b>	<b>Yes, 100 % of the Time</b>
Date of Availability		
<b>02-01-05</b>		

**Profiler Questionnaire**

Disqualification Questions

**Questions**

**Result**

No questions are associated to the general profile of this candidate.

Skills

Skills	At Least	Proficiency	Experience	Last Used	Interest
1. Provide clients with information, data, and advice		Advanced	1-3 years	Current	High
2. Develop contact lists		Expert	5 years or +	Current	High
3. Sell products and services		Expert	1-3 years	Current	High
4. Generate ideas for products or services development		Intermediate	1-3 years	Current	High
5. Obtain and process information required to provide services		Expert	1-3 years	Current	High
6. Buy and sell securities for clients		Expert	3-5 years	Current	High
7. Provide investment information and service to clients		Expert	3-5 years	Current	High
8. Manage difficult situations with customers		Expert	5 years or +	Current	High

Questions

**Questions**

1. In what languages are you proficient or fluent?

Type: Multiple Answers

**Answer | Possible Answers**

- Arabic
- Bengali
- Chinese (Cantonese)
- Chinese (Mandarin)
- Chinese (Other)
- ▶ English
- French
- German
- Gujrati
- Hindi
- Italian
- Japanese
- Korean
- Portuguese
- Punjabi
- Spanish
- Urdu

► Other (please specify in profile)

2. Do you have the legal right (i.e. appropriate documentation/work permit) to work in the location in which you are expressing an interest?

Type: Single Answer

**Answer | Possible Answers**

► Yes

No

3. For U.S. positions only: Can you, within three days of employment, submit verification of both your identity and your authorization to work in the U.S. pursuant to the U.S. Immigration Reform and Control Act of 1986? (Applicants to positions outside of the U.S. please choose N/A)

Type: Single Answer

**Answer | Possible Answers**

Yes

No

N/A

4. For U.S. positions only: Will you presently or in the future require sponsorship for employment visa status (e.g. H-1B status)? (Applicants to positions outside of the U.S. please choose N/A)

Type: Single Answer

**Answer | Possible Answers**

Yes

No

N/A

5. For U.S. positions only: (Applicants to positions outside of the U.S. please respond N/A) Is any additional information relative to change of name, use of an assumed name or nickname necessary to enable a check on your arrest/conviction, work or school records? If yes, please provide other names used with dates in the following format: (first/middle/last) Date (mm/yyyy) or N/A if not applicable.

Type: Text Answer

**Answer**

6. For U.S. positions only: (Applicants to positions outside of the U.S. please respond N/A) Are you related to an employee of J.P. Morgan Chase & Co. or Bank One including any subsidiaries or affiliates? If yes, please specify the name of related employee. If no, please respond N/A.

Type: Text Answer

**Answer**

7. For U.S. positions only: (Applicants to positions outside of the U.S. please respond N/A) Have you ever been convicted of, or plead guilty to, an offense other than a minor traffic violation? Include offenses for which you pled no contest or received probation; you may exclude convictions which have been ordered fully expunged (i.e. removed from your criminal record by a specific court order) or sealed by a court of law. (Offenses involving the possession or use of false identification for underage drinking and similar offenses should be disclosed. Offenses for driving under the influence, and driving while impaired DO NOT need to be disclosed unless the position for which you are applying requires driving as a routine job duty.) If yes, please explain. If no, please respond N/A.

Type: Text Answer

**Answer**

8. For U.S. positions only: (Applicants to positions outside of the U.S. please respond N/A) Have you entered on or after November 29, 1990, any program of court supervision or deferred prosecution or some other pre-trial diversion or similar program for an offense involving theft, breach of trust, dishonesty, money laundering, or the illegal manufacture, sale, distribution or trafficking of drugs? If yes, please explain. If no, please respond N/A.

Type: Text Answer

**Answer**

9. For U.S. positions only: (Applicants to positions outside of the U.S. please choose N/A) Are you currently under indictment for, or do you currently have any pending criminal charge for any offense, including but not limited to, offenses involving theft, breach of trust, dishonesty, money laundering or the illegal manufacture, sale, distribution or trafficking of drugs? If yes, please specify. If no, please respond N/A.

Type: Text Answer

**Answer**

#### 10. Eligibility Requirements

In accordance with the Job Posting Policy, to apply for a position, you'll need to meet four requirements:

1. You must have the minimum skills and experience stated in the job posting.
2. You must have been in your current position for at least one year OR have your manager's approval to apply for another position.  
Exception: No approval is needed if your current position has been eliminated.
3. You must have received a rating of "Meets expectations", "Satisfactory" or higher on your most recent performance review.
4. You are not currently on written warning.

Do you meet the four eligibility requirements listed above?

Type: *Single Answer*

##### Answer | Possible Answers

- ☒ Yes  
☐ No

#### 11. Are you at least 18 or if you are under 18 years of age, are you authorized to work in the state for which you are applying?

Type: *Single Answer*

##### Answer | Possible Answers

- ☐ Yes  
☐ No

#### 12. Have you previously been employed by or worked on the premises of JPMorgan Chase or any of its predecessor organizations? If yes, specify by whom, under what name you worked there, and what the dates were of your employment. If no, respond N/A.

Type: *Text Answer*

##### Answer

#### 13. Have you ever been refused, or had revoked, bonding coverage at a previous employer? (Bonding coverage refers to a type of insurance carried by employers.)

Please respond - No or Yes. If yes, provide full explanation in the box provided.

Type: *Text Answer*

##### Answer

#### 14. Consistent with its obligations under the Americans with Disabilities Act of 1990 and applicable state and local laws, JPMorgan Chase will provide a reasonable accommodation for the known disabilities of job applicants. If you require a reasonable accommodation during the application process, please inform either the recruiter or line manager who contacts you for a specific opportunity.

I hereby affirm that I have provided complete and accurate answers to all of the questions above and that all of the information I will provide with this profile is accurate. Note: Providing inaccurate or incomplete answers or information may result in corrective action up to and including termination or disqualification from consideration for employment.

Type: *Single Answer*

##### Answer | Possible Answers

- ☐ Yes  
☐ No

## Regulations

### U.S. Equal Employment Opportunity / Affirmative Action Information

**The information already provided has been hidden for confidentiality reasons.**

- Information provided by recruiters appears as "Not Specified" for confidentiality reasons but can be modified if necessary.

- Information provided by the candidate cannot be modified by recruiters.

Race/Ethnic Identification

*The information under this heading has been provided by the candidate*

Gender

*The information under this heading has been provided by the candidate*

Vietnam Era Veterans and Other Veterans

*The information under this heading has not been provided.*

Special Disabled Veterans

*The information under this heading has not been provided.*

Persons with Disabilities

Do you consider yourself a person with a disability?

*The information under this heading has not been provided.*

# **EXHIBIT B**



May 20, 2005

Susan Pinsky  
241 Third Ave  
New York, NY 10003

Dear Susan,

Due to changes in our business, our staffing needs have changed. As a result, your position will be eliminated and your employment will be terminated on July 18, 2005. You will continue to receive salary and benefits during the 60-day notice period. Your notice period begins on May 20, 2005 and ends on July 18, 2005.

Please note that if you leave the firm before the 60-day notice period begins or fail to comply with requests for assistance before or during your severance period, you are not eligible for the severance benefits described in this letter or such benefits shall cease.

I want to assure you that we are prepared to provide you with a range of support services to help you manage this transition. The following summarizes those services.

**Severance Pay and Benefits**

If you do not secure another position within JPMorgan Chase by your termination date, you will receive 7 weeks of severance pay, provided that you execute the enclosed Release Agreement ("Release"). Please note that severance pay, career services and severance-related benefits (including continuation of subsidized medical and/or dental coverage, vision coverage, firm-provided basic life insurance and EAP, supplemental term life insurance, accidental death & dismemberment insurance, group legal services, and health care spending account benefits) are conditioned upon our receipt of the executed Release. Also conditioned upon our receipt of the executed Release is your eligibility for retiree benefits when such eligibility is determined by the event of position elimination. In addition, outstanding awards (both Restricted Stock/Units or Stock Options) under JPMorgan Chase's Long Term Incentive or Stock Option Plans granted on or after January 1, 2003 are also conditioned upon our receipt of the executed Release. Severance pay and severance-related benefits are provided based on the terms and conditions specified in the Severance Pay Plan. You have 45 calendar days within which to review and return the signed and notarized Release to the human resources business partner as noted in the Release. Enclosed are three copies of the Release; return two copies and retain one copy for your own records. If you have not provided us the signed Release by July 3, 2005, you will receive your regular pay for only the 60-day notice period.

**Semimonthly Severance Installments**

If you execute the Release, severance will be paid in semimonthly installments for the duration of your severance period. Applicable taxes and other legally required deductions will be withheld. During the period that you receive semimonthly severance installments, you are not an employee for any purpose. Severance payments are not considered eligible compensation under the 401(k) Savings Plan or Retirement Plan, and therefore any contributions, match, and pay credits will cease as of your termination date (July 18, 2005).

While you are receiving severance in semimonthly installments, you may continue participating in the medical and/or dental plans at subsidized employee rates on a pre-tax basis. You may also continue participating in the vision plan and the health care spending account on a pre-tax basis. If you are currently participating in the Supplemental Term Life Insurance Plan, the Accidental Death and Dismemberment

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*This Notice is intended to serve as notice under applicable federal, state or local law regarding plant closings and job layoffs, including WARN (The Worker Adjustment and Retraining Notification Act), if applicable. If WARN applies, please be advised that this job elimination is expected to be permanent in nature and that no bumping rights exist.*

Plan and/or the Group Legal Services Plan, you may continue participating in these plans on an after-tax basis. Contributions for the above mentioned benefits plans will be deducted from your semimonthly severance payment. During this period, you are also eligible to use the Employee Assistance Program. In addition, firm-provided basic life insurance will continue during the period that you receive severance in semimonthly installments. You will receive additional information under separate cover regarding benefits for which you may be eligible. Please note that your participation in the Disability Leave Policy, the Long Term Disability Plan, the Child/Eldercare Spending Account, the Transit Account, and the Parking Account ends on your termination date.

When you stop receiving severance in semimonthly installments, you may, if you are eligible, continue your current medical, dental, and/or vision coverage and EAP coverage for 18 months by paying the COBRA rate which is 102% of the total cost for these benefits. You may also continue the Health Care Spending Account through the end of the plan year by making after-tax contributions.

**COBRA** – If you do not execute the Release, you may in most situations elect COBRA coverage, provided that you had medical, dental, and/or vision coverage immediately before your termination date. If you elect any coverage under COBRA, you must pay for the coverage at the COBRA rate, which is 102% of the total cost for those benefits. You may also continue the Health Care Spending Account through the end of the plan year by making after-tax contributions, otherwise, eligible expenses for reimbursement are those incurred through your termination date only. If you sign the Release and receive semimonthly severance payments, your eligibility for COBRA will begin on the first day of the month following the date your severance payments end.

**Note:** Please refer to the last page of this letter for the Summary of Eligibility for U.S. Retiree Benefits – Heritage JPMorgan Chase Employees and how the Release may affect your eligibility.

#### **EAP**

You will be eligible for the counseling services provided by the Employee Assistance Program (EAP) for the period that you receive severance in semimonthly installments. New York City area employees may call EAP at 1-212-464-2685. Outside NYC and across the country, you may call 1-800-276-0760. If you have a hearing impairment, you may call the TDD number, 1-800-697-0353.

#### **Career Services**

You will be provided assistance in making the transition to other employment provided you have executed the Release. You may begin using career services in advance of executing the Release and continue for a maximum of one year after your date of termination. However, if you do not execute the Release within 45 days, you may not continue using the service. The services will include one-to-one and group meetings with a career counselor who will assist you with skills assessment, resume preparation, job search strategies and training in interviewing techniques.

Assuming you meet other eligibility criteria, you may pursue job opportunities at JPMorgan Chase. In order to pursue job opportunities at JPMorgan Chase, you should create or update your profile in JobConnect at <http://careers.jpmorganchase.com/jpmcdirect/default.asp>. When updating your profile, be sure to include your GID number in the employee ID field and respond appropriately to all profile questions regarding the job elimination. Human Resources will support your efforts during this transition.

You may also be eligible to receive an Education and Training Grant provided you have executed the Release. Please call 1-212-623-1777 for information on career services.

#### **Other Pay**

You will be paid for any accrued and unused vacation, as well as any floating holidays you earned but did not use. If you have used more vacation than you have accrued, an appropriate deduction will be taken from your final pay. Any other unused sources of paid time off are not paid out unless the laws in the state where you work require payment.

#### **401(k) Savings Plan and Retirement Plan**

If you participated in the 401(k) Savings Plan, you will receive information regarding your final distribution and/or deferral options from the 401(k) Savings Plan Call Center following your termination

date. If you have any questions regarding your account, please contact the 401(k) Savings Plan Call Center at 1-866-JPMC401k (1-866-576-2401). The TDD number for participants with a hearing impairment is 1-800-345-1833. A Retirement Plan Package will be sent to your home address within approximately two weeks of your termination date. Questions on this benefit should be referred to the *accessHR* Contact Center.

#### **Broad-based Employee Stock Option Program Awards**

If you were awarded options under JPMorgan Chase's broad-based employee stock option program, you will have the right to exercise outstanding Value Share options awarded prior to your termination date on the same terms and conditions as if you had continued working for JPMorgan Chase. Please contact Mellon Investor Services at 1-800-982-7089 for further information. Employees with a hearing impairment may call the TDD number, 1-800-231-5469.

#### **Long Term Incentive Plan Awards**

##### ***For LTIP Awards Granted On or After January 1, 2003***

With respect to a job elimination, the terms and conditions of outstanding awards of Restricted Stock/Units or Stock Options under JPMorgan Chase's Long-Term Incentive or Stock Option Plans granted on or after January 1, 2003 require you to execute the enclosed Release. If you fail to do so, then those awards, if any, will be immediately forfeited on your termination of employment.

##### ***For LTIP Awards Granted Before January 1, 2003***

For awards granted before January 1, 2003 under such Plans, you are not required to execute the enclosed Release. Such awards will be treated in accordance with their terms and conditions applicable to a job elimination.

With respect to awards under the Long-Term Incentive Plan, including heritage-Morgan Stock Bonus or Stock Option awards, the terms and conditions for different award years and different heritage companies, vary, particularly relative to option expiration dates. (Only awards granted on or after January 1, 2003 require you to execute a release.) You should contact Executive Compensation early in your notice period to confirm the terms and conditions applicable to each grant, particularly option expiration dates. Additionally, if you have outstanding restricted stock/units that will vest as of your termination date, Executive Compensation will provide you with the Accelerated RS/U Vesting Brochure. You may contact Executive Compensation by e-mail -- internally via Lotus Notes at Executive Compensation/JPMChase and externally via the internet at [Executive.Compensation@Chase.com](mailto:Executive.Compensation@Chase.com). Please include your Global Identification Number (GID) in the e-mail message. LTIP options which are exercisable may be exercised by calling 1-212-270-8558 or 1-212-270-8121 and submitting exercise forms to the Options Unit located at 270 Park Avenue, 35th floor before Noon (New York time) of a business day. Please note that this information does not apply to grants made under the Value Sharing program.

#### **Deferred Compensation Program**

If you are a participant in the Deferred Compensation Program, you will receive information from the Deferred Compensation Call Center after your termination. If you have questions regarding your account, please call the *accessHR* Contact Center.

#### **Severance and Redeployment or Re-employment**

If you secure another position with JPMorgan Chase before your termination date, you will still be eligible to receive severance pay if either you or the manager determines that the position is not suitable and you leave within 90 days of the placement.

If you secure a position with JPMorgan Chase after your termination date, but before the severance period ends, your semimonthly severance payments will stop. If either you or the manager determines that the new position is not suitable and you leave within 90 days of the placement, your semimonthly severance payments will resume and continue through the remainder of your severance period. Shortly following your termination date, you will receive the exit booklet, *As You Leave* or *As You Retire*, which contains important additional information regarding the disposition of your benefits. You may preview the booklet



online under the Benefits section of *accessHR* or you may receive an advance copy by calling the *accessHR* Contact Center.

Susan, we are committed to helping you make this transition. If you have any questions about severance, the Release or the services outlined in this letter, please call Barbara Zimmer at (602) 221-4740. If you have other questions, you may call the *accessHR* Contact Center at 1-877-JPMChase (1-877-576-2427). Individuals with a hearing impairment may call the TDD number, 1-800-719-9980.

I wish you every success in your future endeavors.

Sincerely yours,

Dee Lakhani

Enclosures:  
Release (3)

***Summary of Eligibility for U.S. Retiree Benefits – Heritage JPMorgan Chase Employees******General Eligibility***

Generally, to be eligible for JPMorgan Chase U.S. retiree benefits, including medical coverage, you must be at least age 55 and have 15 or more years of cumulative service of which the five years immediately prior to your termination of employment must have been continuous. You must have also participated in the applicable JPMorgan Chase benefit plan for active employees immediately before termination to participate in the corresponding plan in retirement. For example, you must have participated in the JPMorgan Chase Medical Plan immediately before termination to participate in the Retiree Medical Plan. In addition, certain alternative eligibility rules apply for employees affected by position elimination, as described below.

Please note that if you are a heritage Morgan employee, you must have been employed on January 31, 1989 (without incurring a break in service longer than one year since that date) to be eligible to receive *subsidized* retiree medical coverage. If you do not meet this criteria, you will have “access” to group retiree medical coverage through JPMorgan Chase if you’ve attained the applicable retirement eligibility criteria as of your termination date. In this case, you will pay the full cost of group retiree medical coverage, as determined by JPMorgan Chase in its sole discretion.

***Alternative Eligibility for Certain Heritage Morgan Employees***

If you are a heritage Morgan employee and do not satisfy the general eligibility rules above, you may be eligible for retiree benefits, including subsidized retiree medical coverage, regardless of reason for termination, if:

- you were at least age 50 with age plus credited service under the heritage Morgan Retirement Plan equal to 70 or more on or before December 31, 2003, **and**
- you were employed on January 31, 1989 and have not incurred a break in service longer than one year since that date, **and**
- you and any eligible dependents must have participated in the JPMorgan Chase Medical Plan for five consecutive years immediately before termination (if your position is eliminated and you execute the Release, you and any eligible dependents are only required to have had medical coverage immediately before termination)

***Alternative Eligibility for Employees Receiving Severance***

If you do not meet the general eligibility rules above, you may be eligible for retiree benefits if you terminate employment because of position elimination, you execute the Release, you participate in the corresponding benefit plan for active employees immediately before termination (for eligibility for that plan in retirement), and you meet the criteria below.

- you are at least age 50 as of your termination date, **and**
- you have at least 20 years of cumulative service as of your termination date

OR

- you are at least age 54 as of your termination date, **and**
- you have at least 15 years of cumulative service as of your termination date

***For More Information on Retiree Benefits***

For more information on the retiree health and life insurance benefits offered if you meet the eligibility criteria outlined above, please refer to [The 2005 Retiree Benefits Resource Guide](#), which is available on the Benefits home page of *accessHR* on Company Home.